



DATE: November 6, 2008

TO: City Manager for Council Action

FROM: John C. Roukema, Director of Electric Utility

SUBJECT: Approval of Call Agreement with Paragon Partners, Ltd, Call No. 08-1 for Inspection of Overhead Facilities Services for Non-Power Utilities Attachments, Call No. 08-2 for Pilot Audit of Overhead and Underground Facilities Inspection Data in Support of Geographic Information Systems Mapping and Operations Requirements, and Call No. 08-3 for inspection of Fiber Optic Attachments to Existing Poles

EXECUTIVE SUMMARY:

The City of Santa Clara owns and maintains outside plant and communications infrastructure, such as overhead (OH) and underground (UG) substructures, fiber optic cable, transmission lines, and substation facilities, which serves as a foundation for the Electric Department's power services. In all, Silicon Valley Power (SVP), the City's Electric Department, supports approximately 10,000 utility poles, 8,481 street light poles, 605 60kV poles, and 47 miles of fiber optic cable within the City. The SVP fiber optic network supports telecom requirements for 24 electric substations, City departments, and wholesale dark fiber leasing services. Aside from supporting electric services, the City's infrastructure is also leased to telecommunications providers, allowing them to attach their communications equipment and provide cable and wireless services to Santa Clara. Telecom providers are required to comply with the City's standard pole contact agreement in order to protect the primary use of the infrastructure which supports electric substations and other City departments.

Over the past ten years, communications technology has advanced into wireless communications, broadband internet technology, and video and voice transmission (VOIP). As a result, the number of telecom providers wanting to attach equipment to City infrastructure has increased. In 1998, the City had three active pole contact agreements, yet by 2007, SVP managed seven pole contact agreements. Historically, SVP has used existing resources to conduct occasional inspections of its aerial outside plant facilities to assure proper attachment and safety compliance with CPUC General Order 95. SVP also has a policy that prohibits non-power utility attachments to poles with 60kV power lines. Given the safety requirements and potential hazards of outside contractors attaching to City power infrastructure, SVP has a need to inspect a portion of third party contacts on its poles. Staff has determined that an inspection pilot audit will tie to an SVP engineering initiative designed to convert mapping data into a Geographic Information System (GIS). GIS is a structured database capable of integrating, storing, editing, analyzing, sharing, and displaying geographically referenced information. This pilot audit will help establish an inspection and inventorying process to assure proper use of SVP utility poles and fiber optic infrastructure. Additionally SVP will use Paragon to support inspection aerial fiber connected to existing poles along the Southern part of the City as related to the City's pole contact agreements. These inspections support the school district's 800-pole aerial fiber installation which requires SVP Engineering to complete inspections of all utility poles necessary to complete the project.

At the direction of Electric Department staff, Paragon Partners will provide OH facilities services for an inspection of existing City-owned non-power utility attachments under Call No. 08-1 for \$148,800.00. Call No. 08-2 will provide for inspection services of City-owned OH and UG facilities for the SVP operating and planning technology project, which uses GIS data and software as an operating planning

tool and data warehouse, at a cost of \$135,300.00. Call No. 08-3 supports the inspection of aerial fiber connected to existing poles along the Southern part of the City as related to the City's pole contact agreements. These inspections will assure that City property is protected and that vendors are in compliance with the pole contact agreement. This project also supports the school district's 800-pole aerial fiber installation which requires SVP Engineering to complete inspections of all utility poles necessary to complete the project. This work is to be completed for an amount not to exceed \$109,400.00. In total, the work defined in Call No. 08-1, Call No. 08-2, and Call No. 08-3 will not exceed \$393,500.00. A copy of the Call Agreement, Proposal, and Call No. 08-1, Call No. 08-2 and Call No. 08-3 with Scope of Work and Fee Schedules, are available for review in the Council Offices.

ADVANTAGES & DISADVANTAGES OF ISSUE:

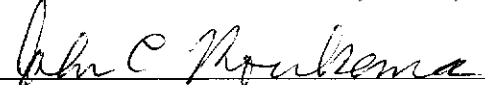
Call No. 08-1 with Paragon Partners will assure that City property and infrastructure is protected and that pole attachments meet SVP policy standards. Call No. 08-2 will develop a pilot audit as part of the SVP operating and planning technology project, will use the data gathered to populate the new GIS mapping system with overhead and underground facilities inspection data, will serve as a basis for future inspections, and will be updated on a routine basis by SVP Engineering. The pilot audit will ultimately ensure infrastructure stability and improve customer service and reliability of electric services. Call No. 08-3 supports the inspection of aerial fiber connected to existing poles as related to the City's pole contact agreement and assures that City property is protected and that vendors are in compliance with the pole contact agreement.

ECONOMIC/FISCAL IMPACT:

The cost of the proposed services for the three calls will not exceed \$393,500.00. Sufficient funds are available in Electric Department CIP accounts 591-1361-80300-2005 (New Business Estimate Work) and 591-1361-80100-2395 (Operating and Planning Technology).

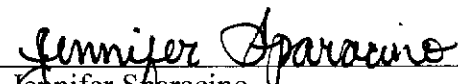
RECOMMENDATION:

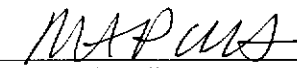
That Council approve, and authorize the City Manager to execute, a Call Agreement with Paragon Partners Ltd; Call Number 08-1, in an amount not to exceed \$148,800.00, for inspection of overhead facilities services for non-power utilities attachments; Call No. 08-2, in an amount not to exceed \$135,300.00, for a pilot audit of overhead and underground facilities inspection data in support of Geographic Information Systems mapping and operations requirements; and Call No. 08-3, in an amount not to exceed \$109,400.00, for inspection of fiber optic attachments to existing poles.


John C. Roukema
Director of Electric Utility

Certified as to Availability of Funds *on file*
591-1361-80300-2005 \$258,200.00
591-1361-80100-2395 \$135,300.00

APPROVED:


Jennifer Sparacino
City Manager


Mary Ann Parrot
Director of Finance

MAJORITY VOTE OF COUNCIL

Documents Related to this Report:

- 1) Paragon Partners Call Agreement and Proposal
- 2) Paragon Partners Call No. 08-1 and Scope of Work
- 3) Paragon Partners Call No. 08-2 and Scope of Work
- 4) Paragon Partners Call No. 08-3 and Scope of Work

CITY OF SANTA CLARA
AGENDA MATERIAL ROUTE SHEET

Council Date: November 18, 2008

SUBJECT: Approval of Call Agreement with Paragon Partners LTD., Call No 08-1 for Inspection of Overhead Facilities Services for Non-Power Utilities Attachments; Call No. 08-2 for Pilot Audit of Overhead and Underground Facilities Inspection Data in Support of GIS Mapping and Operations Requirements; and Call No. 08-3 for Inspection of Fiber Optic Attachments to Existing Poles

CERTIFICATION

The proposed Call Agreement with Paragon Partners, LTD., and Call No. 08-1, Call No. 08-2 and Call No. 08-3
Regarding: Facilities Inspections and Audit of Overhead and Underground Facilities Inspection Data and
Inspection of Fiber Optic Attachments to Existing Poles
has been reviewed and is hereby certified.

PUBLICATION REQUIRED:

The attached Notice/Resolution/Ordinance is to be published ____ time(s) at least ____ days before the scheduled meeting/public hearing/bid opening/etc., which is scheduled for _____, 2008.

AUTHORITY SOURCE FOR PUBLICATION REQUIREMENT:

Federal Codes:

Title _____ U.S.C. § _____
(Titles run 1 through 50)

California Codes:

Code _____ § _____
(i.e., Government, Street and Highway, Public Resources)

Federal Regulations:

Title _____ C.F.R. § _____
(Titles run 1 through 50)

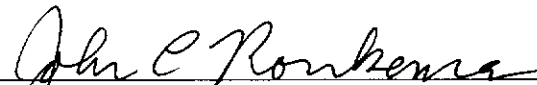
California Regulations:

Title _____ California Code of Regulations § _____
(Titles run 1 through 28)

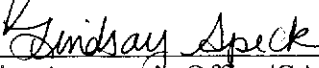
City

City Charter § _____ (i.e., 1310. Public Works Contracts. Notice published at least once at least ten days before bid opening)
City Code § _____

1. As to City Functions, by
2. As to Legality, by
3. As to Environmental
Impact Requirements, by
4. As to Substance, by

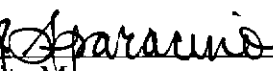


Department Head



City Attorney's Office/CAO Assignment No. 08.1505

Director of Planning and Inspection



City Manager



October 30, 2008

Kevin Keating
Senior Engineer
Silicon Valley Power
1400 Warburton
Santa Clara, CA 95050

Dear Mr. Keating,

Paragon Partners Ltd. (Paragon) is pleased to submit the attached proposal for Call 08-1, Call 08-2, and Call 08-3 to inspect overhead facilities for non-power utilities attachments and perform a pilot audit of overhead and underground facilities in support of Geographic Information Systems (GIS) mapping and operations requirements to Silicon Valley Power (SVP).

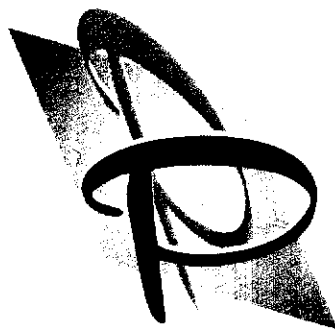
Founded in 1993 and headquartered in Huntington Beach, California, Paragon Partners Ltd. provides a broad range of engineering and business planning services focusing on infrastructure, communications, and energy-related projects, including GIS Services, utility coordination and electronic document and records management systems. Paragon has worked with many municipal utilities dealing with the challenges of advanced communications technology such as wireless communications, broadband internet technology, and video and voice transmission (VOIP). Paragon will inspect a portion of third party contacts on SVP poles to gather attachment data and inspect for compliance with CPUC GO 95, and to prepare a pilot audit. The pilot audit data will tie to an SVP engineering technology initiative designed to convert mapping data into GIS. GIS is a structured database capable of integrating, storing, editing, analyzing, sharing, and displaying geographically referenced information. This pilot audit will help establish an inspection and inventorying process to assure proper use of SVP utility poles and fiber optic infrastructure.

Paragon Management and Project Teams boast decades of experience serving municipal, commercial, and private telecommunications markets nationwide. Paragon personnel have overseen the development, construction, and engineering of telecom projects for energy providers, utilities companies, public entities, and commercial developers. As public and business demands for broadband, cellular, cable, VoIP, fiber, and wired voice/data lines increase each day, carriers and service providers struggle to keep pace with the rapid growth.

If you have any questions or comments, please feel free to contact Thomas Jones via mail at 5762 Bolsa Avenue, Suite 201, Huntington Beach, CA 92649, via telephone at 714.379.3376 or via e-mail at tjones@paragon-partners.com. We look forward to working with Silicon Valley Power and appreciate the opportunity to submit our Statement of Qualifications.

Sincerely,

Neillia A. LaValle
President and CEO



Paragon Partners Ltd.

Silicon Valley Power

FIBER OPTIC OPERATIONS
CALLS ONE, TWO AND THREE

Paragon Proposal

2008

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Huntington Beach, CA 92649
Tel: 714.379.3376
Fax: 714.373.1234
www.paragon-partners.com

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SCOPE OF WORK

Under the direction of the Electric Department, Paragon Partners will provide Inspection of Overhead Facilities Services for Non-Power Utilities Attachments and a Pilot Audit of Overhead and Underground Facilities in support of Geographic Information Systems (GIS) Mapping and Operations Requirements for continued operations of the Silicon Valley Fiber Optic Backbone system. This service will be developed after a signed task from Silicon Valley Power and returned with the approved scope of work and budget. Each task will contain the necessary contract scope, when requested, for the Silicon Valley Fiber Optic Backbone and/or extensions.

Call 08-1: Outside Plant and Non-Power Attachment Inspection

Under the direction of the Electric Department's Engineering Division, Paragon will provide facilities services for the inspection of SVP-owned overhead facilities for existing non-power utilities attachments. Paragon will identify safety issues related to CPUC General Order (GO) 95 such as attachment infractions and joint pole association related issues. Audit will be delivered in accordance with Electric Department GIS standards and requirements and data will be used to populate GIS mapping information which can be updated on a routine basis by SVP Engineering

- List of all Non-Power attachments in City GIS Standards format
- List of (GO) 95 infractions per pole in City GIS Standards format

Call 08-2: Data Collection and Pilot Audit Report

Under the direction of the Electric Department's Engineering Division, Paragon will provide a pilot audit report on overhead and underground facilities inspection data for Silicon Valley Power-owned facilities for the SVP operating and planning technology project, which uses Geographic Information System (GIS) data and software as an operating planning tool and data warehouse.

Call 08-3: Audit and Inspection of Fiber Optic Attachments

Under the direction of the Electric Department, Paragon will assist the City in an audit, and inspection, of fiber optic attachments to existing City owned Pole's along aerial lines within the Southern part of the City as related to the City's pole contact agreements.

- List of all Fiber Optic Cable related attachments in City GIS Standards format
- List of (GO) 95 infractions per pole

BUDGET AND PROJECT SCHEDULE

Based on the scope of work previously identified, Paragon proposes to provide these tasks on a time-and-expense basis, not to exceed \$393,500.00. Paragon will complete the Inspection, Data, and Pilot Audit and a draft final report for review and comment by SVP Engineering within six months of the effective date of the Call Agreement. Included in the draft final report will be electronic copies of the data used to develop the audit. Paragon will maintain frequent contact with the SVP during the inspection and data gathering stage to identify additional items that could impact the project schedule. A detailed budget, broken down by task, is presented below.

Call 08-1: Inspect existing SVP-Owned Overhead Facilities for existing non-power utilities attachments and includes identifying safety issues related to CPUC General Order (GO) 95 such as Attachment Infractions and Joint Pole Association-related issues. OH Facilities services for an inspection of SVP-owned overhead facilities for existing non-power utilities attachments.

Call 08-1:	Assigned Staff	Hourly Rate	Per Diem (included in hourly rate)	Time	Total Hours	Call 08-1 Total Cost
Project Construction Mgr	D Hughes or Equivalent	\$ 180.00	N/A	2 weeks	80	\$14,400.00
Sr Telecomm Consultant	Peter Carpenter	\$ 150.00	N/A	4 weeks	160	\$24,000.00
OSP Engineer	Jim Holman	\$ 115.00	N/A	3 mnths	480	\$55,200.00
Engineer I (OH Facilities Inspector)	John Baydo	\$ 115.00	N/A	3 mnths	480	\$55,200.00
Outside Plant Conduit Verification and Extensions	As Assigned	\$ 95.00	N/A		0	\$ -
CADD Operator and GIS Entry	As Assigned	\$ 45.00	N/A	160	0	\$ -
Administration	As Assigned	\$ 45.00	N/A	160	0	\$ -
TOTAL COST LABOR FOR CALL 08-1						\$148,800.00

Call 08-2: Pilot Audit Report of Overhead and Underground Facilities inspection of SVP-owned facilities which will be foundation for Geographic Information System (GIS) data and software as an operating planning tool and data warehouse.

	Assigned Staff	Hourly Rate	Per Diem (included in hourly rate)	Time	Total Hours	Call 08-2 Total Cost
Project Construction	D Hughes or Equivalent	\$ 180.00	N/A	1/2 week	20	\$3,600.00
Sr Telecomm Consultant	Peter Carpenter	\$ 150.00	N/A		100	\$15,000.00
OSP Engineer	Jim Holman	\$ 115.00	N/A	3 mnths	480	\$55,200.00
Engineer I (OH Facilities Inspector)	John Baydo	\$ 115.00	N/A	3 mnths	480	\$55,200.00
Outside Plant Conduit Verification and Extensions	As Assigned	\$ 95.00	N/A	1 mnth	0	\$ -
CADD Operator and GIS Entry	Philip Steffani	\$ 45.00	N/A	2 weeks +/-	100	\$4,500.00
Administration	As Assigned	\$ 45.00	N/A	1 week	40	\$1,800.00
TOTAL COST LABOR FOR CALL 08-2						\$135,300.00



Silicon Valley Power

Call 08-3 Under the direction of the Electric Department, Paragon will assist the City in an audit, and inspection, of fiber optic attachments to existing City owned Pole's along aerial lines within the Southern part of the City as related to the City's pole contact agreements.

	Assigned Staff	Hourly Rate	Per Diem (included in hourly rate)	Time	Total Hours	Call 08-3 Total Cost
Project Construction Mgr	D Hughes or Equivalent	\$ 180.00	N/A	2 weeks	80	\$14,400.00
Sr Telecomm Consultant	Peter Carpenter	\$ 150.00	N/A	1/2 week	20	\$3,000.00
OSP Engineer	Jim Holman	\$ 115.00	N/A	2 months +/-	400	\$46,000.00
Engineer I (OH Facilities Inspector)	John Baydo	\$ 115.00	N/A	2 months +/-	400	\$46,000.00
Outside Plant Conduit Verification and Extensions	As Assigned	\$ 95.00	N/A	0	0	\$ -
CADD Operator and GIS Entry	Philip Steffani	\$ 45.00	N/A	0	0	\$ -
Administration	As Assigned	\$ 45.00	N/A	0	0	\$ -
TOTAL COST LABOR FOR CALL 08-3						\$109,400.00

2.0 HOURLY FEE SCHEDULE

2.1 Hourly Fee Schedule

Classification	Assigned Staff	Hourly Rate	Per diem Rate (if applicable)
Project /Construction Manager	Douglass W. Hughes or equivalent	\$180.00	N/A
Sr. Telecommunications Consultant	As Assigned	\$150.00	\$162.00
OSP Engineer	As Assigned	\$115.00	N/A
Engineer I (OH Facilities Inspector)	As Assigned	\$115.00	N/A
Outside Plant Conduit Verification and Extensions	As Assigned	\$95.00	\$162.00
CADD Operator	As Assigned	\$45.00	N/A
Administration	As Assigned	\$45.00	N/A

2.2 Miscellaneous Expense Schedule

Item Description	Unit	Unit Price
11 x.17 Print Reproduction	Per Sheet	.12
8.5 x 11 Print Reproduction	Per Sheet	.10
Mobilization/Demobilization to the Field	LS	Cost + 10%
Overnight Mail	LS	Cost + 10%
Source Materials	LS	Cost + 10%
Photogrametry	LS	Cost + 10%
GIS Files	LS	Cost + 10%
Consumables	LS	Cost + 10%
Travel Expenses	LS	Cost + 10%
Per diem	day	\$162
Vehicle (Fuel, Lease, Insurance)	Monthly	Cost + 10%
Professional Engineering Review Stamp	Per Sheet	\$100.00

Terms of Payment – Net 30 days. Invoices will be submitted monthly. All rates are effective as of January 1, 2008. Rates will be revised annually on January 1, 2009 to reflect increases in the cost of living and current business conditions.



COMPANY PROFILE

PARAGON PARTNERS LTD.

Founded in 1993 and headquartered in Huntington Beach, California, **Paragon Partners Ltd.** provides a comprehensive array of land rights, project management, and consulting services to public and private sector clients across diverse business landscapes. Innovation and progress are the hallmarks of Paragon's customer-centric solutions, and few other firms have the ability to provide the scope of services that Paragon can as a single organization. Paragon stands out from other firms because of its ability to provide turnkey solutions for nearly every right of way support function as a single source, helping clients optimize performance and achieve cost efficiencies that are often sacrificed when multiple subcontractors are required to complete a project. By leveraging the professional experience, technical acumen, and skills of our more than 125 consultants and support personnel, Paragon delivers unparalleled results in accommodating concurrent projects of varying size and complexity.

Paragon's name, defined as a "pattern of excellence," embodies the company's commitment to meeting and exceeding client expectations for quality, cost control, and schedule attainment. Paragon accomplishes this by maintaining a set of core values consistent with the company's overall business strategy of forging lasting client relationships, demonstrating consistent customer value, and upholding an ongoing commitment to enhancing program performance. Paragon also fosters an environment that recognizes and rewards employee contributions, with the understanding that employee talent is the cornerstone of Paragon's success and that every employee contributes to value-added performance.

Paragon prides itself on cultivating long-term relationships that extend beyond vendor-customer alliances. Paragon approaches program management as a business partner, actively engaging clients with the resources needed to ensure that project goals are consistently met, that associated benchmarks and milestones are communicated, and that the company's services continue to evolve alongside client business objectives. Since its inception, more than 75 percent of Paragon's work has come from the repeat business of satisfied customers. Employee retention is equally important, and Paragon's solid client base and history of steady growth enable it to attract and retain top talent from a variety of related industries.

Paragon Management and Project Teams boast decades of experience serving municipal, commercial, and private telecommunications markets nationwide. Paragon personnel have overseen the development, construction, and engineering of telecom projects for energy providers, utilities companies, public entities, and commercial developers. As public and business demands for broadband, cellular, cable, VoIP, fiber, and wired voice/data lines increase each day, carriers and service providers struggle to keep pace with the rapid growth. Understanding that the economic vitality of the program will depend on forecasting and executing infrastructure expansion efforts to accommodate new sites, Paragon's land acquisition and relocation services facilitate proactive and end-to-end programs.

SERVING THE PUBLIC AND PRIVATE SECTORS

Paragon Partners Ltd. specializes in providing professional telecommunication consulting and site acquisition services to variety of public and private sector clients, including:

Municipalities	Utility Companies
Governmental Agencies	The Oil and Gas Industry
Transportation Agencies	Telecommunications Companies
Pipeline Companies	Private Corporations

SCOPE OF SERVICES

Paragon supports comprehensive site acquisition services with a strategic mix of dedicated and engaged resources capable of attaining client business goals by: 1) *establishing a process* for granting the necessary permits and titles; 2) *eliminating the presence of a process that actually hampers* deployment by imposing unnecessary delays and costs; and 3) *removing obstacles created by some "short-sighted actors"* who seek to restrict the build-out of services by imposing unscientific "local technical standards" and other unverified "hazards." With skilled consultants, abundant resources, and real estate expertise, Paragon supports its clients by providing right-of-way processes, permitting, adherence to compliance standards, legal expertise, engineering and construction management services, and a project that comes in on time and within budget.

Acquisition and Right-of-Way Support Services

Paragon provides **total project support** to acquire and maintain the legal rights to effectively service the creation and expansion of communication facilities. Paragon's scope of services includes the following:

- Project/Program Management
- Lease Negotiations
- Right of Way and Real Property Acquisition (Partial and Full Takes)
- Site Location and Acquisition
- Permit and Franchise Acquisition
- Right of Way Engineering
- Appraisal, Appraisal Review, and Market Data Studies
- Title Research and Examination (Surface and Minerals)
- Relocation Assistance Services and Planning
- Utility Relocation Coordination
- Land, Asset, and Property Management
- Prior Rights Studies/Historical Research (Due Diligence)
- Route Alignment and Economic Feasibility Studies
- Litigation Support
- Custom Database Design, Implementation, and Management

Telecommunications Project Management

Paragon provides robust project management services to support timely, cost effective, and operationally efficient network and facility implementations. Project management responsibilities include:

- Implementation team coordination
- Project scheduling
- Resource management
- Procurement
- Budget tracking
- Interfacing with key stakeholders
- Weekly status reports
- Ongoing feasibility studies, projections, and expansion initiatives
- Network engineering

Geographic Information Services (GIS)

Allows client and Paragon project teams to map the systems, track maintenance procedures, and monitor schedules.

- System tracking and analysis
- Systems reports
- Predictive maintenance
- Work haul processing
- Troubleshooting analysis
- Ad-hoc mapping
- Lease and right-of-way management
- Dig-safe information
- Database interface
- Environmental resource monitoring

Geographic Coverage and Reach

Paragon's geographic footprint currently covers the northwestern and southwestern regions of the United States. The company maintains permanent offices in Huntington Beach, Los Angeles, Riverside, and Sacramento, California, with additional locations in Salt Lake City, Utah, and Tulsa, Oklahoma. However, because a significant portion of the company's work has involved complex, interstate pipeline projects, Paragon has the experience and resource capabilities to establish satellite project offices where needed, to support program objectives.

Many members of Paragon's staff have live, worked, and consulted internationally. Paragon's sourcing strategies ensure that a pipeline of qualified candidates is continually refreshed and prepared to support geographically disperse, global, and short notice projects. Relationship building with passive candidates also helps to establish and maintain a strong virtual bench of immediately available consultants possessing an existing knowledge of the clients Paragon serves, and who trust in the relationship they've formed with our company.

QUALITY

Paragon's Quality Assurance/Quality Control (QA/QC) systems are unique to the Paragon brand of service. Our QA/QC policies and procedures exceed industry standards and are continuously improved through frequent internal review and customer satisfaction survey information. As a result, Paragon has the demonstrated ability to conduct large, complex projects in an efficient and timely manner, while maintaining the highest quality.

PROJECT MANAGEMENT AND PROJECT TRACKING SYSTEM

Paragon has developed a software program, Paragon Data Quest (PDQ), to track and manage projects with greater efficiency. PDQ integrates and links databases, scanned documents and drawings, AutoCAD and Microstation files, digitized photography, and video. This system uses all contemporary raster, vector, and hybrid drawing types, along with full document viewing and linking. PDQ's approach to system integration combines the client's existing formats and native software with Paragon's knowledge of real property data sources and formats. This results in an effective, customized system for managing and tracking both linear and site acquisition projects as well as for managing and tracking day-to-day operations and maintenance of Right of Way and real estate records. The Web-enabled system also provides authorized users secure on-line access for remote file-sharing and project information management.



PRINCIPALS AND KEY PERSONNEL

Paragon embraces a powerful work ethic and an unwavering commitment to excellence. Our goal is to provide professional and creative consulting services that meet the needs of our clients in a service oriented, cost-effective, and timely manner. Paragon's success is largely predicated on its ability to manage substantial networks of people and processes through solutions that stress consolidation and centralization, through analysis and best practices, and through the creation of strategic relationships. By utilizing proven methods, professional skills, experience, and technical knowledge, Paragon team members achieve project objectives through solutions that allow clients to maximize productivity, leverage cost, mitigate risk, and more efficiently manage project milestones. Our seasoned consultants specialize in the entire spectrum of telecommunications, engineering, consulting, and real estate services required to implement a successful program.

Corporate Resources		
Name	Title	Qualifications and Experience
Neilia A. LaValle	President and CEO	As President/CEO and co-founder of Paragon Partners Ltd., Ms. LaValle has over 28 years of experience in providing both project and program management for a variety of public and private projects involving the acquisition of land and permits for transportation related projects, along with Right of Way services for a myriad of projects. She has successfully managed projects involving thousands of property owners and displacees and thousands of acres of property along with a multiplicity of

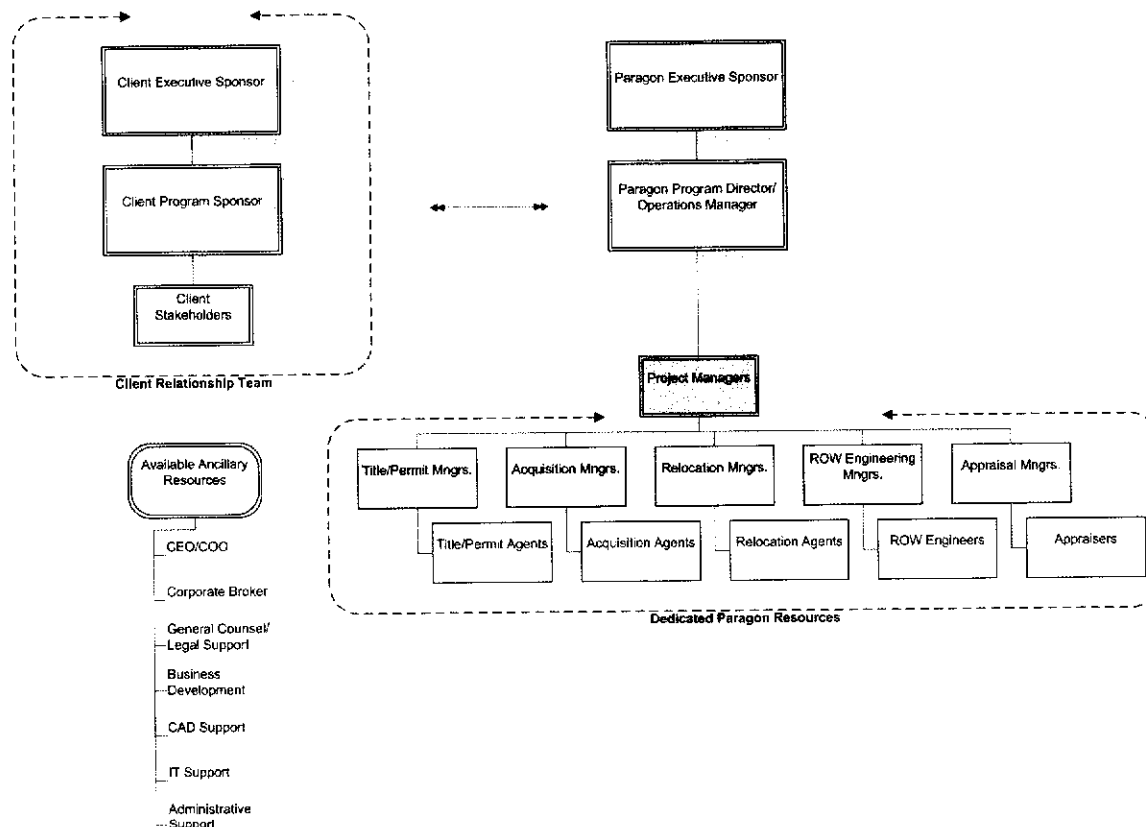
		regulatory permits for numerous diverse projects involving public infrastructure, rail and highway transportation corridors, pipelines, telecommunications, landfills, redevelopment, utilities, reservoirs, and wind farms.
Joel Sewell	Executive Vice President	As Executive Vice President/COO and co-founder of Paragon Partners Ltd., Mr. Sewell has over 27 years of experience in construction management, environmental compliance, and management of land acquisition projects along with the performance of route feasibility studies, title research, and Right of Way and permit acquisition. Mr. Sewell served as Project Manager for the Los Angeles County Sanitation District Antelope Valley Project, a 1,100 parcel acquisition program involving more than 6,000 acres. He recently served as Project Manager for the acquisition of Right of Way, land, and the permits required to construct a 717-mile FERC regulated natural gas pipeline for Kern River Gas Transmission Company.
Thomas Jones	VP, Business Development	As Vice President of Business Development Mr. Jones provides tenure, senior-level management experience, and a track record of proven success to each client program. For over 15 years, Mr. Jones has specialized in the coordination, management, and development of a broad range of private and public sector projects. The large cross section of enterprise level clients that Mr. Jones has served include telecommunications providers, pipeline companies, energy companies, and municipalities. His experience is augmented by his dynamic knowledge of disciplines such as engineering, construction management, analysis, strategic planning, and project management. Mr. Jones has developed and overseen the creation and deployment of significant projects that include Chevron Pipeline, Arco Pipeline, GST Telecom, UTOPIA, and municipal projects throughout the United States. In his current role, Mr. Jones provides regional and national business development strategies for Paragon's multiple business sectors, including telecommunications and project management consulting services.
Greg Warta	Strategic Initiatives and Sourcing	Mr. Warta has been engaged in the telecommunications industry since 1993. Specializing in sourcing and executing strategic initiatives, Mr. Warta has been a key contributor to publicly-traded and privately held communications firms in North America. As a co-founder of GST Telecom in 1994, Mr. Warta led the New Markets team and oversaw the development of fiber optic networks in over 25 metropolitan markets in the West and

		<p>Midwestern United States. In 1996, Greg was assigned to develop GST's efforts in Mexico which led to the formation of Bestel and attainment of the final concession from the Mexican Government. Under Mr. Warta's leadership, GST formulated a partnership with Grupo Varo, one of the wealthiest families in Mexico. Upon the "exit" from Mexico, GST profited over \$100M from an initial investment of \$5M that was made only 18 months prior. Since 2003, Mr. Warta has been engaged in telecommunications consulting efforts targeting municipal networks, competitive local exchange carriers, wireless network operators and utilities. Mr. holds a Bachelor of Science degree in Business Administration and Economics from Saint Mary's College of California.</p>
<p>Jeffrey Mayhook, J.D.</p>	<p>Regulatory and Legal Affairs</p>	<p>Jeffrey Mayhook's legal career spans over 25 years of advising clients in a broad range of regulatory, transactional, and litigation matters, including over 17 years as a communications lawyer covering the rollout of virtually every area of competitive communications services. Mr. Mayhook's primary legal focus involves identifying and resolving federal and state regulatory communications issues, as well as developing governance and business structures for municipal telecommunications providers contemplating the deployment of fiber and wireless broadband networks. Recent projects include providing federal regulatory consulting services to proposed broadband network projects in the California cities of Shafter, Ontario, and Palo Alto. As an executive responsible for overseeing the legal and regulatory affairs of publicly-traded local exchange carriers, Mr. Mayhook was directly responsible for the company's entire gamut of federal and state regulatory matters, including policy development, regulatory compliance, and litigation under the Telecommunications Act of 1996. Mr. Mayhook also spent 14 years engaged in private law practice, where he focused on corporations, rural-based public utilities, and litigation and appellate matters.</p>
Dedicated Resources		
Name	Title	Qualifications and Experience
<p>Marcus Garvey</p>	<p>Project Manager</p>	<p>Mr. Garvey's career focus has been on site acquisition coordination and management for major players in the telecommunications market space. In his role, Mr. Garvey has been responsible for researching site feasibility and securing desired sites, presenting candidate information packets for</p>

		approval, negotiating and executing terms, managing and overseeing development, securing title information, managing vendors, and performing due diligence. Among Mr. Garvey's successful telecommunications projects are Cingular Wireless, Voicestream, T-Mobile, and Sprint.
Pamela Samms	Principal Acquisition and Relocation Agent	Pamela Samms has 11 years of practical and diversified experience in eminent domain acquisition, full fee and easement takes, property management, escrow coordination, relocation and claim processing for redevelopment projects, professional real estate experience, title and document analysis. Ms. Samms is licensed by the California Department of Real Estate.
Diane New	Senior Acquisition Agent	Ms. New has over seven years of experience in acquiring real property rights for public and private concerns. She has extensive knowledge and experience in wireless, electric transmission, telecommunications, and gas pipeline industries. Ms. New's experience includes research & acquisition of sites, title research, zoning research, agency permitting, special use permitting, flood plain status research, scheduling, route planning, utility relocation coordination, feasibility studies, line list development, document preparation, land rights acquisition, negotiations, damage settlements, valuation studies, and reporting. Projects include electric transmission, natural gas pipeline, fiber optic cable, Broadband site acquisition, and ILA facilities site acquisition. Former clients include Pacific Gas & Electric, Pacific Bell, Williams Company, Level 3 Communications, Vyvx Telecommunications, Qwest, Transco Gas Pipelines (Cardinal), N.C. Natural Gas Corporation, Cingular and T-Mobile.

RELATIONSHIP MODEL

Paragon Partners Ltd. – Account Relationship Model



REPRESENTATIVE PROJECT EXPERIENCE

Paragon provides multidisciplinary and comprehensive professional services that drive our clients' success across a wide range of objectives—regardless of size, scope, or complexity. Our professionals contribute state-of-the-art knowledge, representing all of the disciplines involved in telecommunications and real estate consulting.

TELECOMMUNICATIONS PROJECTS

Client	Project Description	Services Provided
360 Networks	360networks is a leading wholesale provider of telecommunications products and services in the western United States. They currently offer a long-haul and metro presence with POP's servicing 48 U. S. Markets, with plans to expand	<ul style="list-style-type: none"> Document / File Preparation / Records Management Route Analysis Feasibility Studies Title Research

	<p>coverage in the future.</p> <p>360 networks retained Paragon to implement "Paragon Data Quest" for comprehensive management of data and records for their entire customer coverage. An additional project was to evaluate siting locations in western Canada.</p>	
Worldwide Fiber	<p>Worldwide Fiber designs, builds, operates and maintains high-speed fiber optic networks for communications carriers, Internet service providers and corporations with high-bandwidth network needs. Worldwide Fiber is completing a 22,000 mile fiber-optic network in the U.S and Canada.. In 199 Worldwide Fiber retained Paragon Partners Ltd to provide consulting and routing studies associated with their El Paso Texas to Tucson, AZ multi conduit segment.</p>	<ul style="list-style-type: none"> ▪ Route (1) Analysis ▪ Route (2) Analysis ▪ Feasibility Studies ▪ Title Research ▪ Document / File Preparation / Records Management
<p>Black & Veatch Telecommunications</p> <ul style="list-style-type: none"> ▪ Genuity Communications (Level 3 Communications) ▪ Williams Communications (Las Vegas Laterals) ▪ Pacific Gas & Electric 	<p>Black & Veatch Telecommunications integrated consulting, engineering, procurement, construction and program management capabilities to generate value-added engineering solutions for their clients. Black & Veatch supports the entire range of both legacy and emerging technologies used in today's wireless and wire line networks, voice, video, Internet and data systems and utility automation. Black & Veatch ensures the best-engineered and cost-effective solution for every wireless site deployment project through a combination of self-performing and/or subcontracting a majority of the network deployment services. Paragon has had a continuing professional working relationship providing site</p>	<ul style="list-style-type: none"> ▪ Site Acquisition ▪ Expert Consulting Services ▪ Route Analysis ▪ Feasibility Studies ▪ Right of Way ▪ Rights of Entry ▪ Secure Zoning Requirements ▪ Title Research ▪ Securing Various Permits ▪ Document / File Preparation / Records Management

	acquisitions, routing, feasibility studies, zoning and permitting.	
Broadwing Corporation	<p>Broadwing, based in Austin, Texas, delivers data, voice, video and integrated media communications solutions to enterprises and service providers over its 19,000-mile intercity fiber network. Approximately half of Broadwing's revenue comes from the wholesale market, with business customers comprising the remaining revenue. Paragon provided consulting services to Broadwing from 2000 until they were integrated into the Level 3 organization in 2007.</p>	<ul style="list-style-type: none"> ▪ Document / File Preparation / Records Management ▪ Feasibility Studies ▪ Route Analysis ▪ Zoning Analysis ▪ Securing Permits ▪ Right of Way and Site Acquisition ▪ Title Research
Frontier Communications	<p>Frontier provides a level of service that has made it one of America's fastest-growing wholesale communications companies. Frontier currently provides transport and billing and collection services in 24 states across the U. S. to their carrier customers. Citizens Communications Company is one of the largest independent providers of telecommunications services. Citizens is known to its customers as Frontier Communications, providing residential and business subscribers throughout the U. S. with local and long-distance telephone service, Internet access and satellite TV.</p>	<ul style="list-style-type: none"> ▪ Route Analysis ▪ Feasibility Studies ▪ Right-of-Way Review ▪ Identification of franchise/permit required by each city ▪ Identified Requirements of each franchise/Permit ▪ Negotiated time requirements and costs for franchise/permits ▪ Title Research ▪ Document / File Preparation / Records Management
Metricom, Inc.	<p>Metricom, Inc. designs, develops and markets low cost, high performance, easy to use, mobile wireless data access products and services. The Company's clients and customers include individuals, corporations, educational institutions and federal, state and local governments.</p>	<ul style="list-style-type: none"> ▪ Feasibility Studies ▪ Right-of-Way Review ▪ Identification of franchise/permit required by each city ▪ Identified Requirements of each franchise/Permit ▪ Negotiated time requirements

	The Company operates in two segments; Ricochet: provides subscriber-based, high-speed wireless data communications for users of portable and desktop computers and hand-held computing devices; UtiliNet provides customer-owned wireless data communications for industrial control and monitoring, primarily in the electric utility, waste water and natural gas industries.	<p>and costs for franchise/permits</p> <ul style="list-style-type: none"> ▪ Due Diligence ▪ Document / File Preparation / Records Management
Vista Telecommunications	Vesta Telecommunications, Inc. retained Paragon Partners Ltd. in 2000 to provide right of way consulting services for their proposed fiber-optic conduit and cable system and supporting Point of Presence (POP) facilities. The fiber optic route extended approximately 80-miles southerly from the City of Riverside in Riverside County to the Rainbow Canyon area, located just south of the City. A significant component of Paragon's consulting services included coordination of the route within the Metropolitan Water District of Southern California's service roads and easement in Riverside County's associated with their Diamond Lake Project.	<ul style="list-style-type: none"> ▪ Right of Way and Site Acquisition ▪ California Public Utilities Commission Consulting ▪ Route Analysis ▪ Feasibility Studies ▪ Permit Acquisition ▪ Title Research ▪ Document / File Preparation / Records Management

Please refer to **Appendix A** for project Fact Sheets detailing Paragon's breadth of site acquisition services for both telecommunications and public projects.

CONTACT

We at Paragon look forward to working with you and appreciate the opportunity to submit our Statement of Qualifications for your consideration. Please do not hesitate to reach out to us for any additional information.

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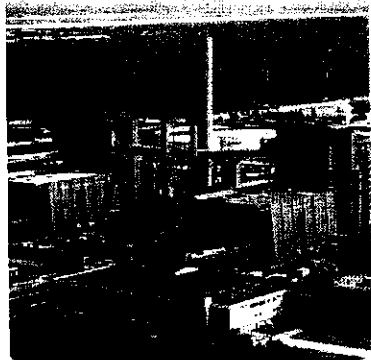
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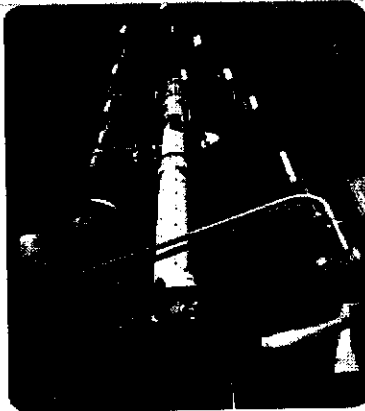
REPRESENTATIVE EXPERIENCE FACT SHEETS


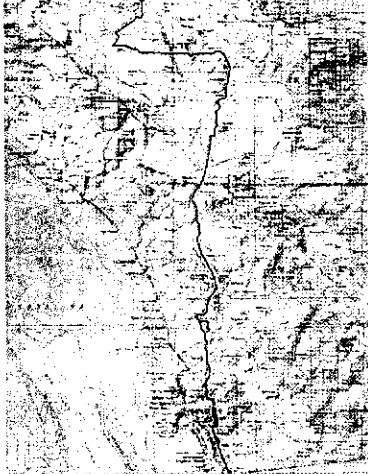
PARAGON PROJECT FACT SHEET		
Client	Williams Communications	 <p>WE HAVE. WE CAN. WE WILL.</p>
Project	National Fiber Optic Network Expansion	
Project Description	<ul style="list-style-type: none"> ▪ Fiber Optic Route Planning and Acquisition, 1998-1999 ▪ Yuma, AZ to Los Angeles, CA Fiber Project, Right of Way and Permit Acquisition, 1999-2000 ▪ Los Angeles to Anaheim, CA Fiber Project, Right of Way and Permit Acquisition, 1999-2000 ▪ Riverside to San Diego, CA Fiber Project, Right of Way and Permit Acquisition, 1999-2000 ▪ San Francisco to Sacramento, CA Fiber Project, Right of Way & Permit Acquisition, 1999-2000 ▪ Oakland to San Jose, CA Fiber Project & Bay Area Interconnect Projects - Right of Way and Permit Acquisition, 2000-2003 ▪ Pt. Arena to Sacramento and Gridley, CA Route Feasibility Study, 2000 ▪ Washington DC to Chicago Fiber Project, 1999-2000 ▪ Title Research & Right of Way Acquisition, Seattle, WA, 2004-2005 	
Services Provided	<ul style="list-style-type: none"> ▪ Project Management ▪ Route Selection & Analysis/Feasibility Studies/Route Development ▪ Title Research (Including Railroad, BLM Patents & Mining Claims) ▪ Survey Permitting & Right of Entry Acquisition ▪ Document/File Preparation/Records Management ▪ Easement and Site Acquisition ▪ Permit Acquisition – All Local, State & Federal Permits ▪ NEPA/CEQA Documentation & Compliance ▪ Right of Way Engineering ▪ Mapping/Legal Description Preparation, etc. ▪ Title Curative, Obtained Subordinations, and Resolved Title Defects ▪ Tracked & Maintained Right of Way Conditions/Contract Obligations ▪ Construction Liaison & Monitoring - Contract Compliance ▪ Quality Control/Quality Assurance ▪ Project Tracking & Status Reporting 	




	<ul style="list-style-type: none"> Reviewed Claims & Settled Construction Damages
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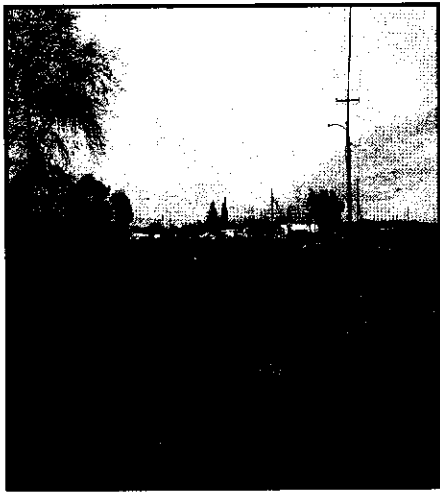

Client	Black and Veatch Telecommunications	 BLACK & VEATCH
Project	Genuity Communications (Level 3 Communications) Williams Communications (Las Vegas Laterals) Pacific Gas and Electric	



Project Description	<p>Black & Veatch Telecommunications integrated consulting, engineering, procurement, construction and program management capabilities to generate value-added engineering solutions for their clients. Black & Veatch supports the entire range of both legacy and emerging technologies used in today's wireless and wire line networks, voice, video, Internet and data systems and utility automation. Black & Veatch ensures the best-engineered and cost-effective solution for every wireless site deployment project through a combination of self-performing and/or subcontracting a majority of the network deployment services. Paragon has had a continuing professional working relationship providing site acquisitions, routing, feasibility studies, zoning and permitting.</p>	
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Services Provided	<ul style="list-style-type: none"> Site Acquisition Expert Consulting Services Route Analysis Feasibility Studies Right of Way Rights of Entry Secure Zoning Requirements Title Research Securing Various Permits Document / File Preparation / Records Management Subordinations, and Resolved Title Defects Tracked & Maintained Right of Way Conditions/Contract Obligations Construction Liaison & Monitoring - 	
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	<p>Contract Compliance</p> <ul style="list-style-type: none"> ▪ Quality Control/Quality Assurance ▪ Project Tracking & Status Reporting ▪ Reviewed Claims & Settled Construction Damages 	
<p>Client</p>	<p>Vesta Telecommunications</p>	
<p>Project</p>	<p>Riverside County Fiber Optic Communications Project</p>	
<p>Project Description</p>	<p>Vesta Telecommunications, Inc. retained Paragon Partners Ltd. in 2000 to provide right of way consulting services for their proposed fiber-optic conduit and cable system and supporting Point of Presence (POP) facilities. The fiber optic route extended approximately 80-miles southerly from the City of Riverside in Riverside County to the Rainbow Canyon area, located just south of the City. A significant component of Paragon's consulting services included coordination of the route within the Metropolitan Water District of Southern California's service roads and easement in Riverside County's associated with their Diamond Lake Project.</p>	
<p>Services Provided</p>	<ul style="list-style-type: none"> ▪ Right of Way and Site Acquisition ▪ California Public Utilities Commission Consulting ▪ Route Analysis ▪ Feasibility Studies ▪ Permit Acquisition ▪ Title Research ▪ Document / File Preparation / Records Management 	

Client	Orange County Water District	
Project	Ground Water Recharge Basin Site Acquisition Services – (Anaheim, CA) – Present On-Call Property Acquisition Services 1999-2002 Site Acquisition Services – New Well Sites for Seawater Intrusion Barrier – 2001	
Project Description	Paragon has provided Right of Way consultant services for OCWD and on call Right of Way services under multiple contracts for the past 3 years. Responsibilities include identifying and acquiring sites for groundwater recharge basins, title research, acquiring water pipeline right of way and well sites for seawater intrusion barrier, appraisals and appraisal reviews, real property acquisition and negotiation services.	
		
Services Provided	Services have included oversight and/or performance of: <ul style="list-style-type: none">▪ Site Selection Studies▪ Appraisal▪ Title Research, Review, and Examination▪ Right of Way Engineering▪ Real Property Acquisition and Negotiation	

Client	City of Roseville	
Project	I-80/Douglas Boulevard Improvement Project Sunrise Avenue/Douglas Boulevard Improvement Project Sierra Bus Turnout Linda Creek Flood Control Project Cirby Creek Flood Control Project	
Project Description	Paragon Provided Right of Way Project Management, Acquisition and Relocation Assistance Services. Paragon provided acquisition services as described in the Caltrans Right of Way Manual.	
Services Provided	<ul style="list-style-type: none"> ▪ Right of Way Project Coordination ▪ Title Review ▪ Title Analysis ▪ Right of Way and Real Property Acquisition with Caltrans Oversight ▪ Relocation Assistance ▪ Assistance with Goodwill Settlement 	
Client	Kern County Water Agency	
Project	Northwest Feeder Pipeline	
Project Description	The Kern County Water Agency is developing 32 mgd of treated water capacity to the west side of ID4 through the construction of a Northwest Pump Station (NWPS) and a Northwest Pipeline (NWPL), collectively called the Northwest Feeder Project (NWFP). The combined	

	<p>project was completed in August 2007. The project increased and expanded the treated water supply from the Agency's Henry C. Garnett Water Purification Plant into northwest Bakersfield, an area experiencing expanded growth. This project supplements the groundwater supply of potable water with a better quality surface water supply.</p>
<p>Services Provided</p>	<ul style="list-style-type: none"> ▪ Project Management ▪ Acquisition Services ▪ Appraisal and Escrow Coordination ▪ Negotiation for Temporary and Permanent Construction Easements <div data-bbox="954 493 1409 966">  </div>
<p>Client</p>	<p>City of Porterville, Community Development Commission</p> <div data-bbox="1193 1081 1380 1239">  </div>
<p>Project</p>	<p>Jaye Street Widening Project</p>
<p>Project Description</p>	<p>This project involves 4 part-take acquisitions from commercial business, fast-food restaurants and gas stations. The negotiations involved out-of-state owners, title and access issues. All were settled voluntary, without the need for condemnation. Paragon has undertaken the acquisition of the associated real property and provided related project management services, including coordinating with City staff to discuss progress and schedule as needed, and will submit written status reports monthly. Paragon has maintained a project file with copies of documents, records, and written communications and a parcel diary recording oral contacts with each owner.</p>

